



ARTICLES OF CROSS-SPECIES MERGER Resulting in the Formation of a Corporation

State Form 51584 (1-04)

Approved by State Board of Accounts, 2004

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Indiana Code 23-1-18-3
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ARTICLES OF CROSS-SPECIES MERGER OF

(hereinafter "**Non-surviving Business Entity**" ("Entities") and/or "**Non-surviving Corporation(s)**")

INTO

(hereinafter "**Surviving Corporation**")

ARTICLE I: PLAN OF CROSS-SPECIES MERGER

Please set forth the Plan of Cross-Species Merger, attach herewith, and designate it as "Exhibit A." The Plan of Cross-Species Merger must state the following:

- The name of each Non-surviving Corporation incorporated in Indiana and the name and jurisdiction of formation, organization, or incorporation of each Non-surviving Business Entity;
- The name of Surviving Corporation;
- The terms and conditions of the merger;
- The manner and basis of converting the shares or rights thereof of Non-surviving Corporation and/or the interests, obligations, shares, other securities, or rights thereof of Non-surviving Business Entity (Entities) and/or Non-surviving Corporation(s) into the shares, obligations, assets, other securities, or rights thereof of Surviving Corporation;
- Any amendments to or restatements of the Articles of Incorporation of Surviving Corporation; and
- All statements required to be set forth in the plan of merger by the laws under which each Non-surviving Business Entity is formed, organized, or incorporated;
- All information required by the Articles of Incorporation (*Indiana Code 23-1-21-2*) if there are no corporations that are parties to the merger; and
- Any amendments to, or a restatement of the Articles of Incorporation of Surviving Corporation, if one or more corporations are parties to the merger and if Surviving Corporation is an Indiana Corporation.

The relevant Indiana Code sections for the Plan of Merger are as follows:

- 23-1-40-8(c)(4) if a corporation is a party to the merger;
- 23-18-7-9(c)(4) if a limited liability company is party to the merger;
- 23-4-1-53(c)(4) if a limited liability partnership is a party to the merger; and
- 23-16-3-13(c)(4) if a limited partnership is a party to the merger.

ARTICLE II: SURVIVING CORPORATION

If Surviving Corporation is an Indiana corporation, please complete *Section 1* of this Article. If Surviving Corporation is a foreign corporation, please complete *Section 2* of this Article.

SECTION 1: (Please complete this section if Surviving Corporation is an Indiana corporation.)

The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on

_____.

SECTION 2:

(Please complete this section if Surviving Corporation is incorporated outside of Indiana.)

The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and is
☐ qualified ☐ not qualified *(please designate which)* to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, the date of qualification is _____.

- *(If Application for Certificate of Authority to do business in Indiana is filed concurrently herewith, please state "Upon approval of Application for Certificate of Authority".)*

ARTICLE III: NON-SURVIVING BUSINESS ENTITIES**SECTION 1:**

(Please list any non-surviving corporations [if any] in this merger).

The name, state of incorporation, and the date of incorporation or qualification *(if applicable)* respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation which is party to the merger are as follows:

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana

SECTION 2:

(Please list any Non-surviving Business Entities that are not a corporation[if any] in this merger).

The name, business entity type, state of organization, and date of organization of any Indiana or foreign business entity that is a party to the merger and qualified to do business in Indiana *(if applicable)*.

Name	Type of business entity
State of Domicile	Date of organization or qualification

Name	Type of business entity
State of Domicile	Date of organization or qualification

Name	Type of business entity
State of Domicile	Date of organization or qualification

ARTICLE IV: MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION**SECTION 1:** (Please complete either Section 1 or Section 2).☐ Shareholder vote not required.

- The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: ☐ Vote of shareholders is required (Please select either A or B)

The designation (*i.e. common, preferred, or any classification where different classes of stock exist*), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange, and the number votes each voting group represented at the meeting are set forth below:

- A. ☐ Unanimous written consent executed on _____, 20____ and signed by all shareholders entitled to vote.
- OR**
- B. ☐ Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (<i>i.e. preferred and common</i>)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V: MANNER OF ADOPTION AND VOTE OF NON-SURVIVING CORPORATION (if applicable)

Please complete this Article if a corporation is party to the merger. (*Select either A or B*):

The designation (*i.e. common, preferred, or any classification where different classes of stock exist*), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange, and the number of votes of each voting group represented at the meeting is set forth below:

- A. ☐ Unanimous consent executed on _____, 20____ and signed by all shareholders entitled to vote.
- B. ☐ Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (<i>i.e. preferred and common</i>)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE VI: SIGNATURE

In Witness Whereof, the undersigned, being a duly authorized representative of Surviving Corporation, executes these Articles of Cross-Species Merger and verifies, subject to penalty of perjury, that the statements contained herein are true, and that each business entity that is a party to this merger has approved the plan of merger according to Indiana law or according to the laws of the State in which the business entity was organized or incorporated, this

_____ day of _____, 20____.

Signature	Printed name
Title	